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7 **UNITED STATES BANKRUPTCY COURT**

8 **DISTRICT OF NEVADA**

9 In re:

10 USA Commercial Mortgage Company,

11 Debtor.

12 Case No. BK-S-06-10725-LBR

13 Chapter 11

14 **Declaration of Geoffrey L. Berman In
15 Support Of Motion For Final Decree and
16 To Close Case**

17 **Hearing Date: February 4, 2014**

18 **Time: 9:30 a.m.**

19 **Estimated Time for Hearing: 10 minutes**

20 Geoffrey L. Berman declares under penalty of perjury:

21 1. I am an adult person competent to testify in court.

22 2. I make this declaration based upon my personal knowledge, and upon the
records of USA Commercial Mortgage Company (“USACM”).

23 3. I am the Trustee of the USACM Liquidating Trust (“USACM Trust”), which
is an entity created by the Debtors’ Third Amended Joint Chapter 11 Plan of
24 Reorganization, in the jointly-administered bankruptcy cases, *In re USA Commercial*
Mortgage Company, BK-S-06-10725-LBR, pending in the United States Bankruptcy Court
25 for the District of Nevada.

26 4. In connection with my appointment, I posted a bond with a current penal
27 sum of \$5 million.

LEWIS ROCA
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1 5. In accordance with the Estate Administration and Liquidating Trust
 2 Agreement and Declaration of Trust¹ the USACM Trust was scheduled to terminate on
 3 March 12, 2012. That date was extended to March 12, 2013, by the Order Granting
 4 Motion to Extend the USACM Liquidating Trust's Scheduled Termination Date [DE
 5 9744]. That date was further extended to March 12, 2014 by the Order Granting Second
 6 Motion to Extend the USACM Liquidating Trust's Scheduled Termination Date [DE
 7 9867].

8 6. Since being appointed as the Trustee of the USACM Trust, I have executed
 9 my fiduciary duties and responsibilities as Trustee to the best of my ability and with
 10 expediency in order to fulfill the USACM Trust's purpose to liquidate and distribute
 11 USACM Trust assets for the benefit of the beneficiaries.

12 7. All of the payments to creditors required under the confirmed Plan to date
 13 have been completed. Any future payments will be paid, when due, pursuant to the Plan.
 14 The Trust has paid all secured, priority and administrative claims.

15 8. All post-confirmation quarterly reports have been, or will be, timely filed
 16 and all post-confirmation quarterly fees have been paid, or will be paid prior to the time set
 17 for filing objections to the Motion, to the United States Trustee. The Trustee is current on
 18 post-confirmation payments to the office of the United States Trustee.

19 9. The Trust has a current cash balance of about \$2,025,883.70.

20 10. After consultation with the Trust Oversight Committee, I intend to liquidate
 21 the remaining Trust assets as expeditiously as possible. As detailed in a separate motion to
 22 extend the termination date of the Trust, some of those assets will take time to liquidate,
 23 possibly more than one year.²

24
 25
 26 ¹ Attached as Exhibit A to USACM Liquidating Trust's Motion to Extend Scheduled Termination
 27 of USACM Trust [DE 9854].

28 ² In the event the Trust is in fact able to liquidate these assets in less time than anticipated, the
 Oversight Committee has expressed its desire the Trust then be expeditiously terminated and I will
 see that those desires are followed.

1 11. Even so, I believe that it is appropriate for this Court to determine that the
2 estate has been substantially consummated and that the above-captioned case and any
3 pending adversary matters should be closed, effective March 31, 2014, with the
4 Bankruptcy Court retaining jurisdiction as is allowed under title 28 of the United States
5 Code, the Bankruptcy Code or other applicable laws to enforce the provision, purposes and
6 intent of the Plan.

7 I make this declaration under penalty of perjury of the laws of the United States of
8 America on December 30, 2013.

By /s/ Geoffrey L. Berman
Geoffrey L. Berman
Trustee

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